

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MICHIGAN**

PATRICK AYERS, Derivatively on
behalf of DOMINO’S PIZZA, INC.,

Plaintiff,

v.

RUSSELL WEINER, DAVID A.
BRANDON, C. ANDREW
BALLARD, ANDREW B.
BALSON, CORIE S. BARRY,
DIANA F. CANTOR, RICHARD L.
FEDERICO, JAMES A.
GOLDMAN, PATRICIA E. LOPEZ,
and SANDEEP REDDY,

Defendants,

and

DOMINO’S PIZZA, INC.,

Nominal Defendant.

Civil Action No. 2:25-cv-10289-LVP-
APP

HON. LINDA V. PARKER

**STIPULATED ORDER STAYING
ACTION**

Patrick Ayers (“Plaintiff”), Nominal Defendant Domino’s Pizza, Inc. (“Domino’s” or the “Company”) and Defendants Russell Weiner, David A. Brandon, C. Andrew Ballard, Andrew B. Balson, Corie S. Barry, Diana F. Cantor, Richard L. Federico, James A. Goldman, Patricia E. Lopez, and Sandeep Reddy (the “Individual Defendants” and collectively with the Company, “Defendants”) by and through their respective counsel, stipulate as follows:

WHEREAS, the above-captioned shareholder derivative action (the “Derivative Action”) brought on behalf of Domino’s alleges breaches of fiduciary duty, unjust enrichment, and insider selling against former and current officers and directors of the Company.

WHEREAS, a class action alleging violations of the federal securities laws was filed against Domino’s and certain of its officers on September 20, 2024 and is pending in this U.S. District Court for the Eastern District of Michigan, captioned *State Of Rhode Island Office Of The General Treasurer v. Domino’s Pizza, Inc. et al.*, No. 2:24-cv-12477-LVP-APP (the “Federal Securities Class Action”).

WHEREAS, Plaintiff and Defendants (“Parties”) agree that the allegations made in the Derivative Action have substantial overlap with the allegations and circumstances alleged in the Federal Securities Class Action, and the developments in the Federal Securities Class Action could implicate the efficient prosecution of the Derivative Action.

WHEREAS, the Parties have conferred and agree that, in light of the above, efforts should be made to work cooperatively in order to conserve the Court’s and the Parties’ resources and promote just and efficient case management. The Parties agree that a stay of the Derivative Action will help further those efforts. The Parties do not waive any rights or defenses not specifically addressed herein.

WHEREFORE, the Parties, through their undersigned counsel, hereby agree, stipulate, and respectfully request that the Court enter an order as follows:

IT IS ACCORDINGLY STIPULATED AND AGREED, by and between the Parties through their authorized attorneys as follows:

1. The Derivative Action is hereby stayed (the “Stay”).
2. The Stay agreed to herein shall terminate pending the final resolution of the forthcoming motion to dismiss by Defendants in the Federal Securities Class Action, which shall mean the earlier of (i) an order or ruling in the Federal Securities Class Action granting the motion to dismiss with prejudice, including the exhaustion of all appeals therefrom; or (ii) the denial of the motion to dismiss the Federal Securities Class Action, in whole or in part.
3. During the pendency of the Stay, should Nominal Defendant Domino’s make any production of documents to the Federal Securities Class Action or any other shareholder of Domino’s related to the allegations in the Derivative Action pursuant to 8 *Del. C.* § 220, Domino’s will promptly provide those documents to Plaintiff, subject to entry into an acceptable form of confidentiality agreement.
4. Defendants shall promptly notify Plaintiff of the filing of any related shareholder derivative proceedings in any forum that concern the same or similar subject matter as the complaint in this action (“Related Derivative Action”). Further, Defendants will promptly notify Plaintiff in the event any such Related Derivative

Action is not stayed. If any Related Derivative Action is not stayed for the same or longer duration as this Derivative Action, Plaintiff may terminate this Stay after 14-days' written notice via email to Defendants' counsel.

5. If Defendants engage in mediation in the Federal Securities Class Action or a Related Derivative Action or with shareholders who made a Section 220 Demand, Defendants agree to provide Plaintiff with reasonable advance notice and shall invite Plaintiff to participate in the mediation(s) or, in the event Plaintiff is not permitted to participate in such mediation(s), then Defendants will separately mediate with Plaintiff at or around the same time.

6. During the Stay, Plaintiff may file an amended complaint, but Defendants shall not be required to respond to any amended complaint during the pendency of the Stay.

7. Defendants have no obligation to answer, move, or otherwise respond to the existing complaint in Derivative Action during the pendency of the Stay.

8. Counsel for Defendants agrees to accept service of the operative complaint.

DATED: March 6, 2025

FINK BRESSACK

/s/ David H. Fink

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/s/ Roger P. Meyers

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Counsel for Defendants

SO ORDERED

DATED: March 7, 2025

s/Linda V. Parker
U.S. District Judge